



CORPORATION SERVICE COMPANY

May 9, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RE: 144205-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 29, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1416 Dodge Street, Suite 200 Omaha, NE 68179

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY** covering 63 refrigerated cars with reporting marks and numbers –ARMN 761505 – ARMN 762383 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25190 dated 09/15/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

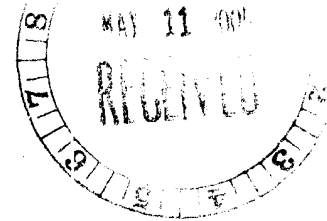
April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO. 25190-D FILED

MAY 13 05

11-13 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29th day of Sept, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1416 Dodge Street, Suite 200, Omaha, NE 68179 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of July 9, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 9/15, 2004 as Recordation Number 25190.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
 Name: Joseph Mankowski
 Title: Senior Vice President

RECORDATION NO. 25190-D FILED

MAY 13 '05

11-13 AM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson
 Name: Karen A. Watson
 Title: General Director
Mechanical Purchasing

Schedule A

Number of Cars

Equipment Description

63 Refrigerated Cars

1	ARMN	761505
2	ARMN	761520
3	ARMN	761522
4	ARMN	761536
5	ARMN	761547
6	ARMN	761566
7	ARMN	761568
8	ARMN	761578
9	ARMN	761599
10	ARMN	761603
11	ARMN	761622
12	ARMN	761626
13	ARMN	761647
14	ARMN	761655
15	ARMN	761664
16	ARMN	761673
17	ARMN	761711
18	ARMN	761712
19	ARMN	761714
20	ARMN	761725
21	ARMN	761732
22	ARMN	761739
23	ARMN	761770
24	ARMN	761777
25	ARMN	761790
26	ARMN	761819
27	ARMN	761823
28	ARMN	761835
29	ARMN	761841
30	ARMN	761861
31	ARMN	761880
32	ARMN	761914
33	ARMN	761917
34	ARMN	762006
35	ARMN	762025
36	ARMN	762027
37	ARMN	762030
38	ARMN	762066
39	ARMN	762068
40	ARMN	762089
41	ARMN	762092
42	ARMN	762100
43	ARMN	762102
44	ARMN	762108
45	ARMN	762117
46	ARMN	762120
47	ARMN	762131
48	ARMN	762148
49	ARMN	762161
50	ARMN	762170
51	ARMN	762217
52	ARMN	762219

53	ARMN	762247
54	ARMN	762278
55	ARMN	762285
56	ARMN	762287
57	ARMN	762288
58	ARMN	762330
59	ARMN	762337
60	ARMN	762370
61	ARMN	762375
62	ARMN	762376
63	ARMN	762383